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CAMBRIDGE, MD 21613-1865

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11350 RANDOM HILLS ROAD  
FAIRFAX, VA 22030-7429

JOHN A. STALFORT  
410-385-3424

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A PROFESSIONAL CORPORATION

10 LIGHT STREET  
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600 WASHINGTON AVENUE  
TOWSON, MD 21204-3965

1450 G STREET, N.W.  
WASHINGTON, D.C. 20005-2001

November 14, 1995

19712

via FEDERAL EXPRESS

Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423  
Attention: Mrs. Janice Fort  
Recordation

Re: Our File No. 258-1552

Dear Mrs. Fort:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. §11303 is an original and a notarized copy of the following document:

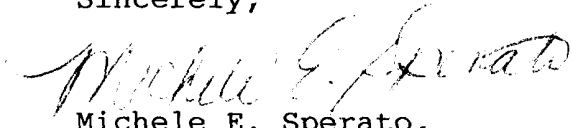
Bill of Sale dated October 31, 1995 by Southern Illinois Railcar Company (One Mark Twain Plaza, Suite #225, Edwardsville, Illinois 62025-1959) in favor of The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201)

Also enclosed is a check in the amount of \$21.00 to cover the costs of recordation.

Once this document has been recorded, please return the same to: John A. Stalfort, Esquire, Miles & Stockbridge, A Professional Corporation, 10 Light Street, Baltimore, Maryland 21202.

Thank you for your prompt attention to this matter. If you have any questions, please call me at (410) 385-3425.

Sincerely,



Michele E. Sperato,  
Secretary to John A. Stalfort


Enclosures

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, TO WIT:

I HEREBY CERTIFY that the attached Bill of Sale is a true and complete copy of said Bill of Sale.

WITNESS my hand and seal this 14<sup>th</sup> day of November, 1995.

Deborah J. Hooper  
Notary Public

A circular notary seal for Deborah J. Hooper, Notary Public, Anne Arundel County, MD. The seal is stamped over the signature and the text "Notary Public".

My Commission Expires: 7/27/98

19712

NOV 16 1995

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation, in consideration of the sum of \$10.00 to the undersigned to be paid by THE FIRST NATIONAL BANK OF MARYLAND pursuant to the terms of the Purchase and Sale Agreement dated October 31, 1995 between Southern Illinois Railcar Company and The First National Bank of Maryland, have granted, bargained, sold, conveyed, transferred, and delivered and by these presents does bargain, sell, grant, convey, transfer, and deliver unto The First National Bank of Maryland the railcars described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto The First National Bank of Maryland, its successors and assigns forever;

And the undersigned does for itself and its successors and assigns covenant and agree with The First National Bank of Maryland to warrant and defend title to the railcars hereby sold unto The First National Bank of Maryland, its successors and assigns against all and every person and persons whomsoever.

And the undersigned does for itself and its successors and assigns warrant and represent to The First National Bank of Maryland that the title conveyed is good, its transfer is rightful; and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance except for the leasehold interest of Cargill, Incorporated pursuant to the Lease Agreement dated as of August 15, 1995 between the undersigned and Cargill, Incorporated.

THE RAILCARS SHALL BE SOLD TO THE FIRST NATIONAL BANK OF MARYLAND BY SOUTHERN ILLINOIS RAILCAR COMPANY ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SOUTHERN ILLINOIS RAILCAR CO. BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this 31st day of October, 1995.

ATTEST:

SOUTHERN ILLINOIS RAILCAR COMPANY

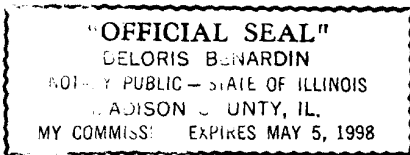
Beth Schienerberg

By: [Signature] (SEAL)  
Name: GARY J. GOODMAN  
Title: VICE PRESIDENT

STATE OF ILLINOIS, County OF Madison, TO WIT:

I HEREBY CERTIFY, that on this \_\_\_\_\_ day of \_\_\_\_\_, 1995, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Gary J. Goodman, who acknowledged himself to be the Vice-President of Southern Illinois Railcar Company, an Illinois corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice-President of said corporation by signing the name of the corporation by himself as Gary J. Goodman.

AS WITNESS my hand and Notarial Seal.



(SEAL)

Deloris Benardin  
Notary Public

My Commission Expires: 5-5-98

EXHIBIT A

DESCRIPTION OF RAILCARS

Twenty-Three (23) 70 - Ton, 60' Boxcars

SIRX 100010	SIRX 100011
SIRX 100013	SIRX 100019
SIRX 100020	SIRX 100021
SIRX 100023	SIRX 100025
SIRX 100026	SIRX 100027
SIRX 100028	SIRX 100029
SIRX 100030	SIRX 100033
SIRX 100034	SIRX 100035
SIRX 100036	SIRX 100037
SIRX 100040	SIRX 100041
SIRX 100047	SIRX 100050
SIRX 100054	